

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE GOOGLE INC. COOKIE  
PLACEMENT CONSUMER PRIVACY  
LITIGATION

)  
)  
) C.A. No. 12-MD-2358 (SLR)  
)  
)  
)

---

This Document Relates to:  
**All Actions**

---

**DECLARATION OF EDWARD R. MCNICHOLAS**

I, Edward R. McNicholas, declare as follows in support of Defendant PointRoll, Inc.'s Motion to Dismiss in the above-captioned action:

1. I am a partner with the firm Sidley Austin LLP, Washington, DC, and counsel for PointRoll, Inc. ("PointRoll") in this matter. I am a licensed attorney in good standing in the State of Maryland and the District of Columbia, and have been admitted *pro hac vice* in this matter. I make this declaration in order to furnish this Court with copies of certain documents cited in the operative complaint in this litigation, *see* D.I. 46, ¶¶22-23, and which are thus effectively incorporated by reference in the complaint. As such, PointRoll may properly provide the Court with the actual material incorporated by reference. The document incorporated by reference in the complaint is referred to in PointRoll's Memorandum of Law in Support of Defendant PointRoll Inc.'s Motion to Dismiss. I have personal knowledge of the matters stated in this declaration and would testify truthfully to them if called upon to do so.

2. Annexed to this declaration as Exhibit A is a true and correct copy of the Google

Third Party Serving Compatibility Program Agreement between Google, Inc. ("Google") and PointRoll (the "Google Contract"), dated as signed by PointRoll on April 29, 2008 and Google on May 15, 2008.

3. Annexed to this declaration as Exhibit B is a true and correct copy of Terms and Conditions to the Google Contract, dated as signed by PointRoll on April 9, 2009 and by Google on April 13, 2009.

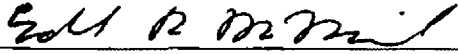
4. Annexed to this declaration as Exhibit C is a true and correct copy of an amendment to the Terms and Conditions between PointRoll and Google, which was effective November 25, 2009 by its terms.

5. Annexed to this declaration as Exhibit D is a true and correct copy of a second amendment to the Terms and Conditions between PointRoll and Google, which was effective March 10, 2010 by its terms.

6. Annexed to this declaration as Exhibit E is a true and correct copy of a third amendment to the Terms and Conditions between PointRoll and Google, which was effective December 16, 2010 by its terms.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 22, 2013.  
Washington, DC.

  
\_\_\_\_\_  
Edward R. McNicholas  
SIDLEY AUSTIN LLP  
1501 K Street, N.W.  
Washington, DC 20005  
(202) 736-8000